

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): _____ Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name China Evergrande Group

2. Debtor's unique identifier

For non-individual debtors:

☐ Federal Employer Identification Number (EIN) ____ - ____ - ____

☒ Other 169971. Describe identifier Cayman Islands registration number.

For individual debtors:

☐ Social Security number: xxx - xx- ____ - ____

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - ____ - ____

☐ Other _____. Describe identifier _____.

3. Name of foreign representative(s)

Jimmy Fong

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

Scheme proceedings under sections 670, 673, and 674 of the Hong Kong Companies Ordinance

5. Nature of the foreign proceeding

Check one:

☐ Foreign main proceeding

☐ Foreign nonmain proceeding

☒ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.

☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.

☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

☐ Yes

☒ No (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)

Debtor China Evergrande Group Case number (if known) _____
Name

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

Hong Kong

Debtor's registered office:

Ugland House

Number Street

309

P.O. Box

Grand Cayman, KY1-1104

City State/Province/Region ZIP/Postal Code

Cayman Islands

Country

Individual debtor's habitual residence:

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

Address of foreign representative(s):

15th Floor, YF Life Centre
38 Gloucester Road

Number Street

P.O. Box

Wanchai

City State/Province/Region ZIP/Postal Code

Hong Kong

Country

10. Debtor's website (URL)

https://www.evergrande.com

11. Type of debtor

Check one:

- ☒ Non-individual (check one):
 - ☐ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
 - ☐ Partnership An exempted company with limited liability
 - ☒ Other. Specify: incorporated under the laws of the Cayman Islands
- ☐ Individual

China Evergrande Group

Debtor

Name

Case number (if known)

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

X

Signature of foreign representative

JIMMY FONG

Printed name

Executed on

08/17/2023

MM / DD / YYYY

X

Signature of foreign representative

Printed name

Executed on

MM / DD / YYYY

14. Signature of attorney

X

Signature of Attorney for foreign representative

Date

8 / 17 / 2023

MM / DD / YYYY

Anthony Grossi

Printed name

Sidley Austin LLP

Firm name

787 Seventh Avenue

Number Street

New York

City

NY

State

10019

ZIP Code

(212) 839-5599

Contact phone

agrossi@sidley.com

Email address

4832291

Bar number

NY

State

Exhibit A

Convening Order

HCMP 1091 / 2023

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1091 OF 2023



27 JUL 2023

IN THE MATTER of CHINA EVERGRANDE
GROUP 中國恒大集團

and

IN THE MATTER of Section 670 of the Companies
Ordinance (Cap. 622)

BEFORE THE HONOURABLE MADAM JUSTICE LINDA CHAN IN CHAMBERS

ORDER

UPON THE APPLICATION of the above named China Evergrande Group 中國恒大集團 (the “**Company**”) by way of *Ex Parte* Originating Summons filed herein on 12 July 2023 (“**Originating Summons**”).

AND UPON READING the Originating Summons, the Affirmation of Hui Ka Yan filed herein on 20 July 2023 together with the exhibits referred to therein, including but not limited to the draft explanatory statement for the Scheme (“**Explanatory Statement**”), the Affirmation of Neil Edward McGregor McDonald filed herein on 21 July 2023 together with the exhibits referred to therein, and the Affirmation of Wu Tin Long filed herein on 24 July 2023 together with the exhibits referred to therein.

AND UPON HEARING leading counsel for the Company and counsel for the ad hoc group of creditors of the Company.

IT IS ORDERED that:-

1. The Company be at liberty to convene, for the purposes of the proposed scheme of

arrangement under sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) (the “**Scheme**”) to be made between the Company and the Scheme Creditors (as defined under the Scheme), the following meetings of its Scheme Creditors each for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme:

- a. one meeting of the Class A Scheme Creditors (as defined in the Scheme) (the “**Class A Hong Kong Scheme Meeting**”)
 - b. one meeting of the Class C Scheme Creditors (as defined in the Schemes) (the “**Class C Hong Kong Scheme Meeting**”, together with the Class A Hong Kong Scheme Meeting, the “**Scheme Meetings**”, and each a “**Scheme Meeting**”),
2. The Scheme Meetings will be held on 23 August 2023 in Hong Kong at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong (subject to any adjournment as may be approved by the chairperson of the Scheme Meetings (“**Chairperson**”)) as follows:
 - a. The Class A Hong Kong Scheme Meeting will commence at 8:00 p.m. (Hong Kong time).
 - b. The Class C Hong Kong Scheme Meeting will commence at 9:30 pm (Hong Kong time).
3. Scheme Creditors be able to attend the applicable Scheme Meeting(s) to vote in respect of the Scheme, in person, by a duly authorised representative (if a corporation) or by proxy, including via video conference.
4. In respect of attendance by video conference:
 - a. For Scheme Creditors who are not Blocked Scheme Creditors (as defined in the Scheme), video conferencing details will be published on <https://projects.morrowsodali.com/evergrande> (the “**Transaction Website**”) at least 21 days before the day appointed for the Scheme Meetings and the passcode notified to individual Scheme Creditors by Morrow Sodali Limited as the information agent in respect of the Scheme (the “**Information Agent**”) at least 2 business days before the day appointed for the Scheme Meetings.

- b. For Blocked Scheme Creditors, GLAS Specialist Services Limited (“GLAS”) will provide Blocked Scheme Creditors with the details of how to attend and vote at the Scheme Meetings at least 21 days before the day appointed for the Scheme Meetings and will notify Blocked Scheme Creditors of the meeting passcode at least 2 business days before the day appointed for the Scheme Meetings.
5. The Chairperson may require Scheme Creditors attending the Scheme Meetings by video conference to turn on their camera throughout the Scheme Meetings and log on to the video conference using their full name (as registered with the Information Agent) and the creditor identifier number provided to them by the Information Agent prior to the Scheme Meetings.
6. At least 21 days before the day appointed for the Scheme Meetings, a copy of the notice of the Scheme Meetings (the “**Notice of Scheme Meetings**”), together with any forms required for voting purposes (the “**Scheme Creditor Voting Forms**”), shall be circulated to the Scheme Creditors by:
 - (a) publication on the Transaction Website;
 - (b) publication by way of public announcement by the Company on the HKEXnews website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk>;
 - (c) publication by way of public announcement by China Evergrande Group on the website of the Singapore Exchange Limited at <https://www.sgx.com/>;
 - (d) publication on the website of the Company at <http://www.evergrande.com>;
 - (e) by causing the Information Agent to send via electronic mail to each person who the Company believes is or may be a Scheme Creditor, and for whom the Company has a valid e-mail address; and
 - (f) distribution via Euroclear Bank SA/NV and/or Clearstream Banking S.A.

7. GLAS shall circulate copies of the Notice of Scheme Meetings and the Scheme Creditor Voting Forms to any Blocked Scheme Creditors by email not less than 21 days before the Scheme Meetings.
8. When providing the Notice of Scheme Meetings in accordance with paragraphs 6 and 7 above, the Information Agent or GLAS (as applicable) shall provide copies of the following documents (or a link to the Transaction Website to enable the Scheme Creditors to access electronic copies of the following documents):
 - (a) the Scheme;
 - (b) the Explanatory Statement; and
 - (c) the Solicitation Packet (as defined in the Explanatory Statement), being instructions as to the registration of claims and voting procedures for the purposes of the Scheme Meetings including the Scheme Creditor Voting Forms.
9. The accidental omission to serve any Scheme Creditor with the Notice of Scheme Meetings, or the non-receipt by any Scheme Creditor of the Notice of Scheme Meetings, shall not invalidate the proceedings at the Scheme Meetings.
10. At least 21 days before the day appointed for the Scheme Meetings, the Company shall place an advertisement substantially in the form of the draft hereby approved in (1) *The Standard*, which is an English language newspaper, and (2) a Traditional and Simplified Chinese translation thereof in *Hong Kong Economic Times*, which is a Chinese language newspaper in circulation in Hong Kong, and (3) a Simplified Chinese translation thereof in “*Nanfang Daily*” and “*Securities Times*” both of which are Chinese language newspapers in circulation in the PRC.
11. Certified Chinese translation of the Notice of Scheme Meetings and the proposed advertisement in newspapers be dispensed with.
12. An affirmation is to be filed by a solicitor of Sidley Austin who is fluent in both English and Chinese languages confirming the accuracy of the Chinese translation of the Notice of Scheme Meetings and the proposed advertisement in newspapers.

13. The Chairperson be permitted to declare and announce the results of the Scheme Creditors' votes in respect of the Scheme, either during the Scheme Meetings or after the conclusion of the Scheme Meetings.
14. The substantive hearing of the petition at which the Court will determine whether or not to sanction the Scheme shall be heard at 10:00 a.m. (Hong Kong time) on 5 and 6 September 2023 (subject to the Court's further directions) before the Honourable Madam Justice Linda Chan.
15. There be liberty to apply generally.

AND THE COURT HEREBY APPROVES the:-

1. Notice of Scheme Meetings substantially in the form of Annexure 1 hereto; and
2. Notice of Scheme Meetings to be advertised on newspapers in the aforesaid manner substantially in the form of Annexure 2 hereto.

AND THE COURT HEREBY APPOINTS Mr. Patrick Cowley of KPMG Advisory (Hong Kong) Limited ("**KPMG**") or, failing Mr. Cowley, another representative of KPMG nominated by him, as the Chairperson of the Scheme Meetings on behalf of the Company.

AND THE COURT ORDERS that the Chairperson do report the results of the Scheme Meetings to the Court.

Dated this 24th day of July 2023.

Registrar

ANNEXURE 1

Notice of the Scheme Meetings

**IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE**

HCMP 1091 OF 2023

**IN THE MATTER OF SECTIONS 670, 673 & 674 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF HONG KONG**

AND

IN THE MATTER OF CHINA EVERGRANDE GROUP (中國恒大集團)

NOTICE OF SCHEME MEETINGS

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the "**Explanatory Statement**") relating to the proposed schemes of arrangement between China Evergrande Group (中國恒大集團) (the "**Company**") and the Scheme Creditors (as defined therein) under section 86 of the Companies Act (2023 Revision) (the "**Cayman Scheme**") and section 670 of the Companies Ordinance (Cap. 622) (the "**Hong Kong Scheme**").

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the documentation to be completed by or on behalf of Scheme Creditors in order to vote and/or receive Scheme Consideration) are available to download from the Transaction Website (<https://projects.morrowsodali.com/evergrande>), save for voting forms for Blocked Scheme Creditors, which are available (along with any other relevant scheme documents or from the Company's website (www.evergrande.com)).

NOTICE IS HEREBY GIVEN that by orders of the Grand Court of the Cayman Islands (the "**Cayman Court**") and the High Court of the Hong Kong Special Administrative Region Court of First Instance (the "**Hong Kong Court**"), dated 25 July 2023 and 24 July 2023 respectively (the "**Scheme Convening Orders**"), meetings of Scheme Creditors (the "**Scheme Meetings**") be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Cayman Scheme and Hong Kong Scheme (together the "**Schemes**") proposed by the Company.

Venue, times and video conference availability for the Scheme Meetings

The Scheme Meetings will be held on 23 August 2023 in Hong Kong at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance St, Central, Hong Kong as follows:

1. Hong Kong Scheme – The Class A Scheme Meeting will commence at 8:00 p.m. (Hong Kong time) / 7:00 a.m. (Cayman Islands time);
2. Cayman Scheme - The Class A Scheme Meeting will commence at 8:45 p.m. (Hong Kong time) / 7:45 a.m. (Cayman Islands time) / (or, if later, as soon as the Class A Scheme Meeting for the Hong Kong Scheme has concluded);
3. Hong Kong Scheme – The Class C Scheme Meeting will commence at 9:30 pm (Hong Kong time) / 8:30 a.m. (Cayman Islands time); and

4. Cayman Scheme - The Class C Scheme Meeting will commence at 10:15 pm (Hong Kong time) / 9:15 a.m. (Cayman Islands time) / (or, if later, as soon as the Class C Scheme Meeting for the Hong Kong Scheme has concluded),

with any adjournment as may be necessary or appropriate, and subject to applicable COVID-19 restrictions, policies or guidance then in force in Hong Kong, and in which case any changes in arrangements relating to the Scheme Meetings shall be communicated to Scheme Creditors in advance of the Scheme Meetings on the Transaction Website, the Company's website, and by a public announcement published on the HKEXnews website of The Stock Exchange of Hong Kong Limited (the "SEHK") and the website of the Singapore Exchange Securities Trading Limited (the "SGX-ST").

A video conferencing facility will be made available. Scheme Creditors will be able to obtain the relevant dial-in details for the Scheme Meetings from the Transaction Website, the Company's website, and by written request from the Information Agent (if you are a Scheme Creditor who is not a Blocked Scheme Creditor), or GLAS Specialist Services Limited ("GLAS") (if you are a Blocked Scheme Creditor).

Scheme Creditors who attend the Scheme Meetings in person, or by video conference, will be able to vote (and to change their vote, if they wish).

Methods of voting

In order to vote at the relevant Scheme Meeting, a Scheme Creditor must either vote itself (if an individual), appoint a duly authorised corporate representative (if a corporation), or appoint a proxy (which must be an individual).

Scheme Creditors may appoint a proxy to vote at the relevant Scheme Meeting by completing and returning a validly completed and signed Account Holder Letter, Class A Private Lender Proxy Form, or Class C Scheme Creditor Proxy Form (as applicable) to the Information Agent via the Portal. All Blocked Scheme Creditor Forms must be returned to GLAS by email at lm@glas.agency.

Scheme Creditors are strongly encouraged to appoint a proxy (either the Chairperson or another individual of their own choice who is willing and able to attend the relevant Scheme Meeting) by indicating their choice of proxy in the relevant section of the relevant form.

Scheme Creditors wanting to attend the relevant Scheme Meeting in person are encouraged to appoint a proxy even if they intend to attend and vote in person, in case such Scheme Creditors are unable to do so for any reason.

The Existing Notes Trustee, the Existing Notes Depository, China Construction Bank (Asia) Corporation Limited and Guotai Junan Securities Co., Ltd. as trustee under the Dongpo Notes, Lake Notes and/or RMB Bonds and the Existing Agents are each Scheme Creditors, but will not be permitted to vote in respect of the Existing Notes, the Dongpo Notes, the Lake Notes and/or the RMB Bonds (as applicable) at the Scheme Meetings (to avoid double counting).

Completion and deadline for submitting voting forms

The "Voting Record Time" for the Schemes, being the deadline for the submission of the relevant forms in order to vote on the Schemes and attend the relevant Scheme Meetings, is **5:00 p.m. (Hong Kong time) on 18 August 2023, the equivalent time being 4:00 a.m. (Cayman Islands time) on 18 August 2023.**

In order to vote on the Schemes and attend the relevant Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

(i) in the case of a Class A Noteholder, a Dongpo Noteholder or a Lake Noteholder that is not a Blocked Scheme Creditor:

- a. a Custody Instruction is submitted on their behalf via the relevant Clearing System by the **Custody Instruction Deadline** (being 5:00 p.m. (Hong Kong time) / 4:00 a.m.. (Cayman Islands time) on 15 August 2023) in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet; and
- b. Parts 1, 2 and 3 of the Account Holder Letter have been validly completed and submitted to and received by the Information Agent via the Portal by no later than the **Voting Record Time** in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet (allowing sufficient time for their respective Account Holders to give instructions to the Clearing Systems, in accordance with the procedures established between them, to ensure that the Account Holder Letter is submitted to and received online by the Voting Record Time);

(ii) in the case of a Class A Private Lender:

- a. Sections 2 to 6 of the Class A Private Lender Proxy Form have been validly completed and submitted to and received by the Information Agent via the Portal by no later than the **Voting Record Time** in accordance with the instructions set out in the Class A Private Lender Proxy Form and the rest of the Solicitation Packet, including supporting evidence of the Class A Private Lender's identity, its status as a Scheme Creditor, and the value of its holding of the Class A Debts;

(iii) in the case of a Class C Scheme Creditor that is not a Dongpo Noteholder, a Lake Noteholder or a Blocked Scheme Creditor:

- a. Sections 2 to 6 of the Class C Scheme Creditor Proxy Form have been validly completed and submitted to and received by the Information Agent via the Portal by no later than the **Voting Record Time** in accordance with the instructions set out in the Class C Scheme Creditor Proxy Form and the rest of the Solicitation Packet, including supporting evidence of the Class C Scheme Creditor's identity, its status as a Scheme Creditor, and the value of its holding of the Class C Debts; and

(iv) in the case of a Blocked Scheme Creditor:

- a. Sections 2 to 6 of the Blocked Scheme Creditor Form have been validly completed and submitted to and received by GLAS via email by no later than the **Voting Record Time** in accordance with the instructions set out in the Blocked Scheme Creditor Form and the remainder of the Solicitation Packet, including supporting evidence of the Blocked Scheme Creditor's identity, its status as a Scheme Creditor, and the value of its holding of the Existing Debts.

Registration prior to Scheme Meetings

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting will be required to register its attendance at the relevant Scheme Meeting no later than 15 minutes prior to the scheduled start time of the relevant Scheme Meeting.

Any Scheme Creditor, or its proxy, attending the Scheme Meeting in person must produce the following documents upon registration:

- a duplicate copy of the Account Holder Letter, Class A Private Lender Proxy Form, Class C Scheme Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable), that has been

validly completed and submitted electronically by or on behalf of that Scheme Creditor, and (where relevant) authorising the proxy to act as such on behalf of that Scheme Creditor;

- evidence of personal identity with photo identification (for example, a valid original passport, or other original government-issued photographic identification); and
- in the case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board resolutions).

If appropriate personal identification or evidence of authority is not produced, that person will only be permitted to attend and vote at the relevant Scheme Meeting at the discretion of the Chairperson.

Chairperson

Pursuant to the Scheme Convening Orders, the Cayman Court and the Hong Kong Court appointed Patrick Cowley of KPMG Advisory (Hong Kong) Limited ("KPMG") in his capacity as Scheme Administrator to act as the Chairperson of the Scheme Meetings, or failing that, another representative of KPMG nominated by him, and directed the Chairperson to report the results of the Scheme Meetings to the Cayman Court and Hong Kong Court. The results of the Scheme Meetings will also be made available on the Transaction Website, the Company's website, and by a public announcement published on the HKEXnews website of the SEHK and the website of the SGX-ST.

Scheme Sanction Hearing

The Schemes, if approved at the Scheme Meetings, will be subject to the subsequent approval and sanction of the Cayman Court and the Hong Kong Court. The Cayman Scheme Sanction Hearing is presently scheduled to take place at 10.00 a.m. Cayman Islands time (11.00 p.m. Hong Kong time) on 1 September 2023. The Hong Kong Scheme Sanction Hearing is presently scheduled to take place at 10:00 a.m. Hong Kong time on 5 and 6 September 2023 (to be fixed by the Hong Kong Court) (9:00 p.m. Cayman Islands time 4 and 5 September 2023). Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearings, through legal counsel, to support or oppose the approval and sanction of the Schemes.

SCHEME CREDITORS OTHER THAN BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

Morrow Sodali Limited

Telephone: in Hong Kong +852 2319 4130; in London +44 20 4513 6933
Email: evergrande@investor.morrowsodali.com
Attention: Debt Services Team
Transaction Website: <https://projects.morrowsodali.com/evergrande>
Portal: <https://portal.morrowsodali.com/EvergrandeScheme>

ANY BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

GLAS Specialist Services Limited

Email: lm@glas.agency
Attention: Liability Management Team

**FOR COMPANY ANNOUNCEMENTS REGARDING THIS SCHEME (INCLUDING THOSE
RELEVANT TO BLOCKED SCHEME CREDITORS)**

Company's Website: www.evergrande.com

HKEXnews website of the SEHK: <https://www.hkexnews.hk/>

SGX-ST website: <https://www.sgx.com/>

CHINA EVERGRANDE GROUP (中國恒大集團)

Dated: [*] 2023

ANNEXURE 2

Proposed advertisement in newspapers

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

FSD 89 OF 2023(IKJ)

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2022 REVISION)
AND IN THE MATTER OF CHINA EVERGRANDE GROUP (中國恒大集團)**

and

**IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE
REGION COURT OF FIRST INSTANCE**

HCMP 1091/ 2023

**IN THE MATTER OF CHINA EVERGRANDE GROUP 中國恒大集團 AND IN THE
MATTER OF SECTION 670 OF THE COMPANIES ORDINANCE (CAP 622)**

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the "**Explanatory Statement**") relating to the proposed schemes of arrangement between China Evergrande Group (中國恒大集團) (the "**Company**") and the Scheme Creditors (as defined in the Explanatory Statement) under section 86 of the Cayman Islands Companies Act (2023 Revision) (the "**Cayman Scheme**") and section 670 of the Hong Kong Companies Ordinance (Cap. 622) (the "**Hong Kong Scheme**", and together with the Cayman Scheme, the "**Schemes**").

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the documentation to be completed by or on behalf of Scheme Creditors in order to vote and/or receive Scheme Consideration) are available to download from the Transaction Website (<https://projects.morrowsodali.com/evergrande>) save for voting forms for Blocked Scheme Creditors which are available (along with any other relevant scheme documents) from the Company's website (www.evergrande.com).

NOTICE IS HEREBY GIVEN that by orders of the Grand Court of the Cayman Islands (the "**Cayman Court**") and the High Court of the Hong Kong Special Administrative Region Court of First Instance (the "**Hong Kong Court**"), dated 25 July 2023 and 24 July 2023 respectively, meetings of Scheme Creditors (the "**Scheme Meetings**") for the purpose of considering and, if thought fit, approving (with or without modification) each of the Schemes, will be convened.

The Scheme Meetings will be held at the offices of Sidley Austin, at 39/F, Two International Finance Centre, Central, Hong Kong, on 23 August 2023 with any adjournment as may be necessary or appropriate, at the following times:

- Hong Kong Scheme – Class A Creditors Scheme Meeting: at 8:00 pm Hong Kong time.
- Cayman Scheme – Class A Creditors Scheme Meeting: at 8:45 pm Hong Kong time, the equivalent time being 7:45 am Cayman Islands time (or immediately following the conclusion of the (Hong Kong Scheme) Class A Creditors Scheme Meeting, if later).
- Hong Kong Scheme – Class C Creditors Scheme Meeting: at 9:30 pm Hong Kong time (or immediately following the conclusion of the (Cayman Scheme) Class A Creditors Scheme Meeting, if later).
- Cayman Scheme – Class C Creditors Scheme Meeting: at 10:15 pm Hong Kong time, the equivalent time being 9:15 am Cayman Islands time (or immediately following the conclusion of the (Hong Kong Scheme) Class C Creditors Scheme Meeting, if later).

All Scheme Creditors are requested to attend and vote at the relevant Scheme Meeting(s). Attendance and voting at the Scheme Meetings can be in person or by proxy in accordance with the voting instructions set out in the Explanatory Statement. A video-conference facility will be made available for any Scheme Creditors who wish to attend and vote remotely.

Scheme Creditors who wish to vote at one or more of the Scheme Meetings should carefully read the Explanatory Statement and follow the instructions contained therein. Scheme Creditors should take particular note that the Voting Record Time, being the deadline for voting, is **5:00 pm Hong Kong time/ 4:00 am Cayman Islands time on 18 August 2023**.

NOTICE IS FURTHER GIVEN that, if the Schemes are approved at the Scheme Meetings, the Schemes will be subject to a subsequent hearing in each of the Cayman Court and the Hong Kong Court, at which the Company will seek the Courts' sanction of the Schemes ("the **Sanction Hearings**"). The Sanction Hearing before the Cayman Court will take place on 1 September 2023. The Sanction Hearing before the Hong Kong Court will take place on 5 and 6 September 2023 (to be fixed by the Hong Kong Court). Any Scheme Creditor is entitled (but not obliged) to attend the Sanction Hearings, through legal counsel, to support or oppose the approval and sanction of the Schemes.

SCHEME CREDITORS OTHER THAN BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

Morrow Sodali Limited

Telephone: in Hong Kong +852 2319 4130; in London +44 20 4513 6933
Email: evergrande@investor.morrowsodali.com
Attention: Debt Services Team
Transaction Website: <https://projects.morrowsodali.com/evergrande>
Portal: <https://portal.morrowsodali.com/EvergrandeScheme>

ANY BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

GLAS Specialist Services Limited

Email: lm@glas.agency
Attention: Liability Management Team

Dated the day of July 2023

China Evergrande Group (中國恒大集團)

HCMP 1091 / 2023

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1091 OF 2023

IN THE MATTER OF CHINA
EVERGRANDE GROUP 中國恒大集團

and

IN THE MATTER OF SECTION 670 OF
THE COMPANIES ORDINANCE (CAP.
622)

ORDER

Filed this 27th day of July 2023

SIDLEY AUSTIN
Solicitors for China Evergrande Group
Level 39, Two International Finance Centre
8 Finance Street, Central
Hong Kong
Tel: 2509 7888
Fax: 2509 3110
Ref: DA/ST/DW/033817-30390

Exhibit B

**Statements of Foreign
Representative Required by Section 1515(c) of the
Bankruptcy Code and Rule 1007(a)(4) of the Fed. R. of Bankr. P.**

SIDLEY AUSTIN LLP

Anthony Grossi
Ameneh Bordi
Juliana Hoffman* (*pro hac vice* pending)
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599
Email: agrossi@sidley.com
abordi@sidley.com
jhoffman@sidley.com

Counsel to the Foreign Representative
**Admitted only in Texas*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

China Evergrande Group, *et al.*¹

Debtors in Foreign Proceedings.

Chapter 15

Case No. 23-_____()

**STATEMENTS OF EVERGRANDE
FOREIGN REPRESENTATIVE REQUIRED
BY SECTION 1515(c) OF THE BANKRUPTCY CODE AND
RULE 1007(a)(4) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

By and through his undersigned counsel, (i) Mr. Jimmy Fong, in his capacity as the authorized foreign representative (the “Evergrande Foreign Representative”)² for

¹ The Debtors in these Chapter 15 Cases are (i) China Evergrande Group, incorporated in the Cayman Islands as an exempted company with limited liability with the registration number 170388, with its principal place of business located at 15th Floor, YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong; (ii) Tianji Holding Limited, incorporated in Hong Kong as a limited liability company with the registration number 1339269, with its principal place of business located at 17th Floor, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong; and (iii) Scenery Journey Limited, incorporated in the British Virgin Islands (“BVI”) as a limited liability company with the company number 1970476, with its principal place of business located at 2nd Floor Water’s Edge Building, Wickham’s Cay II, Road Town, Tortola, BVI.

² Capitalized terms used but not otherwise defined are given their meaning in *Motion for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representatives, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code*, filed contemporaneously herewith (the “Recognition Motion”).

China Evergrande Group (“Evergrande”), which is subject to a restructuring proceeding entitled *In the Matter of China Evergrande Group* (the “Evergrande Hong Kong Proceeding”), concerning a scheme of arrangement between Evergrande and certain Scheme Creditors, pursuant to sections 670, 673, and 674 of the Hong Kong Companies Ordinance (Cap. 622) (the “Hong Kong Companies Ordinance”) and currently pending before the High Court of Hong Kong (the “Hong Kong Court”) (Case Number HCMP 1091/2023), respectfully submits these lists pursuant to rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and makes the following statements required by section 1515(c) of title 11 of the United States Code (the “Bankruptcy Code”):

A. Corporate Ownership Statement Required by Bankruptcy Rules 1007(a)(4)(A) and 7007.1

After conducting a good-faith inquiry, the Evergrande Foreign Representative is aware of the following corporations, other than governmental units, that directly or indirectly own ten percent (10%) or more of any class of Evergrande’s equity interests and the Evergrande Foreign Representative has not received any notification otherwise that would lead him to believe that the same is not true as of the date of this schedule except as specifically described herein:

- Xin Xin (BVI) Limited (59.78%, as of July 31, 2023)³

B. Statement Required by Bankruptcy Code Section 1515(c)

The Evergrande Foreign Representative submits that Evergrande is subject to another foreign proceeding (as that term is defined in section 101(23) of the Bankruptcy Code) occurring in the Cayman Islands concerning a scheme of arrangement in the Cayman Islands (the “Cayman Scheme”), pursuant to section 86 of the Companies Act (2023 Revision), which is currently

³ Xin Xin (BVI) Limited is beneficially wholly-owned by Evergrande’s Chairman, Mr. Hui Ka Yan.

pending before the Grand Court of the Cayman Islands (the “Cayman Court”) (Case Number FSD 89 OF 2023(IKJ)) (the “Cayman Proceeding”). The Debtor is not seeking recognition of the Cayman Proceeding in the United States. The terms of the Cayman Scheme are substantively identical to those set forth in the Evergrande Hong Kong Scheme.⁴

C. Administrators in Foreign Proceeding Concerning the Debtor

The Evergrande Foreign Representative is the only authorized “foreign representative” within the meaning of section 101(24) of the Bankruptcy Code in the Evergrande Hong Kong Proceeding. The Evergrande Foreign Representative’s address is as follows:

15th Floor, YF Life Centre
38 Gloucester Road
Wanchai, Hong Kong

D. All Parties to Litigation Pending in the United States in which the Debtor is a Party at the Time of Filing of the Petition

None.

E. Entities Against Whom Provisional Relief is Sought

None.

⁴ The Evergrande Hong Kong Scheme and the Evergrande Cayman Scheme are parallel linked and inter-conditional such that they both reflect the same economic restructuring of the same outstanding obligations of Evergrande, and are proposed under substantially the same terms albeit in different jurisdictions and to be approved under a different Act/Ordinance. The Evergrande Foreign Representative or any other foreign representative on behalf of Evergrande reserves its right to seek recognition of the Evergrande Cayman Proceeding at a later date.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is, to the best of my knowledge, information and belief, complete, true, and correct.

Dated: August 17, 2023

/s/ Jimmy Fong

Mr. Jimmy Fong
Foreign Representative of
China Evergrande Group